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3.2.15 Estimation Motion

Under the Plan, Grace is requesting that the Bankruptcy Court determine the aggregate dollar amount, on a net present value basis, that must be funded (the "Funding Amount") into the Asbestos Trust to pay all Allowed pending and future Asbestos PI Claims, Asbestos PD Claims and Asbestos Trust Expenses on the later of the Effective Date or when Allowed. To that effect, on November 13, 2004, the Debtors filed the Estimation Motion.

The Estimation Motion requests that the Bankruptcy Court implement a process for determining the Funding Amount, which will be primarily a function of the number of Allowed Asbestos Claims and the amount payable per Asbestos Claim. Using this process, which involves the use of detailed claim forms, questionnaires and expert testimony, the Debtors will seek to demonstrate that the vast majority of Asbestos Claims should not be Allowed because they fail to establish any material property damage, health impairment or significant occupational exposure to asbestos from Grace's operations or products. The Debtors also will seek Bankruptcy Court approval of the Debtors' proposed payouts for Allowed Asbestos PI Claims, which will vary depending upon the type of claim and/or a claimant's medical condition. Conversely, the Asbestos PI Committee, the Asbestos PD Committee and the FCR have objected to the Debtors' proposed estimation process and continue to assert that the Debtors' asbestos-related liabilities are substantially higher than \$1,613 million, and are in excess of Grace's business value. Grace is willing to proceed with confirmation of the Plan with a Funding Amount of up to \$1,613 million (assuming that other conditions precedent to confirmation of the Plan are satisfied, including the availability of funds from Sealed Air under the Sealed Air Settlement Agreement).